

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 26, 1995

0100902025

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Lease Termination Notice (Partial), dated as of August 31, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission under Recordation Number 17530.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
(f/k/a General Electric Railcar Leasing Services Corporation)
33 West Monroe Street
Chicago, Illinois 60603

Lessee: Northbrook Rail Corporation
2025 S. Arlington Heights Road
Arlington Heights, Ill. 60005

A description of the railroad equipment covered by the enclosed document is:

Forty-seven (47) railcars bearing UMPX and WSOX reporting marks and road numbers identified on Exhibit A attached to the Lease Termination Notice.

Mr. Vernon A. Williams
December 26, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

17530-B

LEASE TERMINATION NOTICE (PARTIAL)

Aug 23 1995

The undersigned parties, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, give notice that the Agreement referred to in Item 1, (duly filed and recorded in the public records of the Interstate Commerce Commission ("ICC") as indicated below) has been terminated and released with respect to the 47 railcars bearing UMPX and WSOX reporting marks and road numbers identified on the attached Exhibit A, as of the 31st day of August, 1995:

Agreement

ICC Recordation Number

1. Memorandum of Lease dated as of September 12, 1991

17530

The aforesaid Agreement referred to in Item 1 above shall remain in full force and effect with respect to any railcars not previously released from the Agreement or not identified on Exhibit A attached hereto.

IN WITNESS WHEREOF, each of the undersigned parties has caused this notice and release to be executed by a duly authorized officer as of the 31st day of August, 1995.

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION (F/K/A GENERAL ELECTRIC
RAILCAR LEASING SERVICES
CORPORATION)

By: Robert H. Tucker
Title: Executive Vice President

NORTHBROOK RAIL CORPORATION

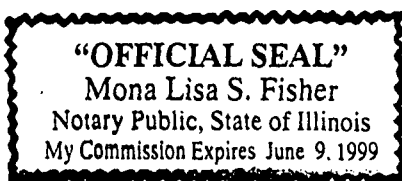
By: Henry J. Lihoyne
Title: RESIDENT

SCHEDULE A

<u>Car Init</u>	<u>Car Number</u>	<u>Car Init</u>	<u>Car Number</u>
UMPX	5800	WSOX	5801
UMPX	5803	WSOX	5802
UMPX	5809	WSOX	5804
UMPX	5810	WSOX	5805
UMPX	5816	WSOX	5806
UMPX	5817	WSOX	5807
UMPX	5818	WSOX	5808
UMPX	5819	WSOX	5811
UMPX	5823	WSOX	5812
UMPX	5824	WSOX	5813
UMPX	5827	WSOX	5814
UMPX	5828	WSOX	5815
UMPX	5829	WSOX	5820
UMPX	5832	WSOX	5821
UMPX	5833	WSOX	5822
UMPX	5834	WSOX	5825
UMPX	5835	WSOX	5826
UMPX	5836	WSOX	5830
UMPX	5838	WSOX	5831
UMPX	5840	WSOX	5837
UMPX	5842	WSOX	5839
UMPX	5843	WSOX	5841
UMPX	5844		
UMPX	5845		
UMPX	5846		

STATE OF Illinois)
)
COUNTY OF Cook) ss.

On this 17th day of November, 1995, before me personally appeared Robert H. Tucker to me personally known, who being by me duly sworn, says that he is an Authorized Officer of General Electric Railcar Services Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

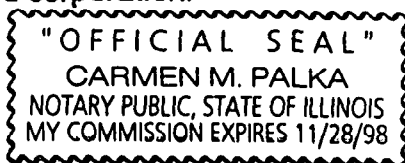


Mona Lisa S. Fisher
Notary Public

My Commission Expires: June 9, 1999

STATE OF Illinois)
)
COUNTY OF Cook) ss.

On this 20th day of November, 1995, before me personally appeared Gerald L. Kilcoyne to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Northbrook Rail Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carmen M. Palka
Notary Public

My Commission Expires: November 28, 1998